

RECORDATION NO.

25229-B
FILED

DEC 20 '04

2-17 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 20, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended and Restated Memorandum of Lease, dated as of February 5, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease filed with the Board under Recordation Number 25229.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Lessee: Chemical Lime Company
3700 Hulen Street
Fort Worth, TX 76107

A description of the railroad equipment covered by the enclosed documents is:

74 railcars within the series AEX 112200 – AEX 112320.

Mr. Vernon A. Williams
December 20, 2004
Page Two

A short summary of the document to appear in the index is:

Amended and Restated Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

AMENDED AND RESTATED MEMORANDUM OF LEASE

WITNESSETH

This Amended and Restated Memorandum of Lease is entered into effective as of the 5th day of February, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Chemical Lime Company, a Nevada corporation, having its principal place of business at 3700 Hulen Street, Ft. Worth, Texas 76107 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of February 5, 2004, (the "Master Lease"), and Rider for Deal #R00300 dated as of February 5, 2004 (the "Rider"), whereby Lessor leases to Lessee seventy-four (74) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting August 1, 2004 which was recorded with the Surface Transportation Board on September 30, 2004 at 03:23 PM and assigned recordation number 25229.
2. The Exhibit A attached to the Memorandum of Lease contains incorrect railcar numbers. The Exhibit A attached to this Amended and Restated Memorandum of Lease has the correct railcar numbers.
3. The parties desire to execute this Amended and Restated Memorandum of Lease for purposes of memorializing of record the Lease Agreement and Rider contemplated hereby.
4. This Amended and Restated Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Amended and Restated Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Amended and Restated Memorandum of Lease effective as of the day and year first written above.

LESSEE:

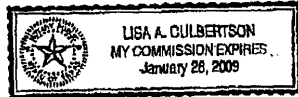
CHEMICAL LIME COMPANY

By: [Signature]
Title: CFO

STATE OF Texas

COUNTY OF Tarrant SS:

The foregoing instrument was acknowledged before me this 3rd day of December, 2004, by Stephen Barnish, the CFO of Chemical Lime Company, a Nevada corporation, on behalf of the corporation.



[Signature]
Notary Public

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LESSOR:

THE ANDERSONS, INC.

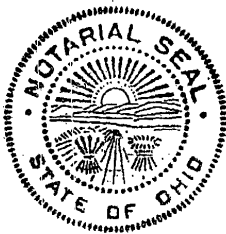
By: Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 10th day of December, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble
Notary Public
JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

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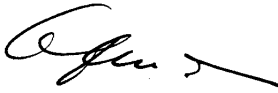
EXHIBIT "A"**Chemical Lime Company****74 Covered Hoppers****Deal #R00300**

1	AEX 112200	38	AEX 112284
2	AEX 112201	39	AEX 112285
3	AEX 112202	40	AEX 112286
4	AEX 112203	41	AEX 112287
5	AEX 112204	42	AEX 112288
6	AEX 112205	43	AEX 112289
7	AEX 112206	44	AEX 112290
8	AEX 112207	45	AEX 112291
9	AEX 112208	46	AEX 112292
10	AEX 112209	47	AEX 112293
11	AEX 112210	48	AEX 112294
12	AEX 112211	49	AEX 112295
13	AEX 112212	50	AEX 112296
14	AEX 112213	51	AEX 112297
15	AEX 112214	52	AEX 112298
16	AEX 112215	53	AEX 112299
17	AEX 112216	54	AEX 112300
18	AEX 112217	55	AEX 112301
19	AEX 112218	56	AEX 112302
20	AEX 112219	57	AEX 112303
21	AEX 112220	58	AEX 112304
22	AEX 112221	59	AEX 112305
23	AEX 112222	60	AEX 112306
24	AEX 112223	61	AEX 112307
25	AEX 112224	62	AEX 112308
26	AEX 112272	63	AEX 112309
27	AEX 112273	64	AEX 112310
28	AEX 112274	65	AEX 112311
29	AEX 112275	66	AEX 112312
30	AEX 112276	67	AEX 112313
31	AEX 112277	68	AEX 112314
32	AEX 112278	69	AEX 112315
33	AEX 112279	70	AEX 112316
34	AEX 112280	71	AEX 112317
35	AEX 112281	72	AEX 112318
36	AEX 112282	73	AEX 112319
37	AEX 112283	74	AEX 112320

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/20/04



Robert W. Alvord